

ARTICLES OF MERGER  
OF  
GULFCO, INC.  
INTO  
CHROMALLOY AMERICAN CORPORATION

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging the domestic corporation into the foreign corporation.

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
Chromalloy American Corporation	Delaware
GulfcO, Inc.	Texas

2. The laws of Delaware, the state under which such foreign corporation is organized, permit such merger.

3. The name of the surviving corporation is Chromalloy American Corporation, and it is to be governed by the laws of the State of Delaware. Its registered office in the state under whose laws it is to be governed is located at 100 West Tenth Street, Wilmington, Delaware.

4. The surviving corporation, Chromalloy American Corporation, has previously been qualified as a foreign corporation authorized to transact business in the State of Texas.

5. An Agreement and Plan of Merger (the "Plan") was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act, and was approved by the undersigned foreign corporation in the manner



prescribed by the laws of Delaware, the state under which it is organized. Attached hereto is a true copy of the Certificate of Merger effecting the merger provided for herein in the State of Delaware, the jurisdiction where the surviving corporation is incorporated, duly certified by a public official of that State together with a true copy of the Plan.

6. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>CLASS</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE AS A CLASS</u>
Chromalloy American Corporation	593,164	Preferred	) None. Said merger was approved by action of Chromalloy American Corporation's Board of Directors as permitted by and pursuant to Sections 252 and 251(f) of the Delaware Corporation Law.
Chromalloy American Corporation	10,010,441	Common	
Gulfco, Inc.	2,649	Common	

7. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED:</u>		<u>CLASS</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE AS A CLASS</u>
	<u>FOR</u>	<u>AGAINST</u>		
Chromalloy American Corporation	NONE - SEE ABOVE RE: ADOPTION OF MERGER BY ACTION OF THE BOARD OF DIRECTORS			
Gulfco, Inc.	2,649	0	Common	2,649

8. Chromalloy American Corporation, the surviving corporation, hereby: (a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding and states that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is 120 South Central Avenue, St. Louis, Missouri 63105; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

Dated October 24, 1975.

GULFCO, INC.

By B. L. Tanner  
B. L. Tanner, President

No  
(SEAL)

By Betty J. Murrell  
Betty J. Murrell, Secretary

CHROMALLOY AMERICAN CORPORATION

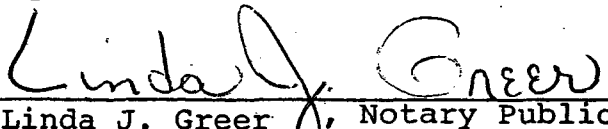
By W. S. Walch  
W. S. Walch, Executive Vice President

By M. S. Harris Asst. Sec.  
M. S. Harris, Assistant Secretary

(SEAL)

STATE OF TEXAS            )  
                                  ) SS.  
COUNTY OF BRAZORIA )

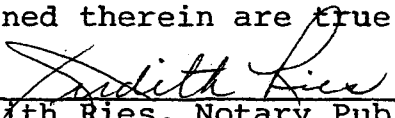
I, Linda J. Greer, a Notary Public, do hereby certify that on this 24th day of October, 1975, personally appeared before me B. L. Tanner who, being by me first duly sworn, declared that he is the President of Gulfco, Inc., that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

  
\_\_\_\_\_  
Linda J. Greer, Notary Public

(SEAL)  
My commission expires: June 1, 1977

STATE OF MISSOURI        )  
                                  ) SS.  
COUNTY OF ST. LOUIS )

I, Judith Ries, a Notary Public, do hereby certify that on this 24th day of October, 1975, personally appeared before me W. S. Walch, who, being by me first duly sworn, declared that he is an Executive Vice President of Chromalloy American Corporation, that he signed the foregoing document as Executive Vice President of the corporation, and that the statements contained therein are true.

  
\_\_\_\_\_  
Judith Ries, Notary Public

(SEAL)  
My Commission expires: February 1, 1978